

# Exhibit A

**Dalsen, William D.**

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**From:** Papez, Matthew E. <mpapez@jonesday.com>  
**Sent:** Wednesday, May 15, 2019 6:52 PM  
**To:** Dalsen, William D.  
**Cc:** csloane@whitecase.com; Green, Jesse; Perez, Isel M.; Dale, Margaret A.  
**Subject:** RE: Meet & Confer re FOMB's privilege assertions

Will,  
3pm tomorrow will work for us. We will send around a dial-in.

The topics we will raise during the meet & confer are below:

- The FOMB's claims of deliberative process:
  - The Bondholders have a substantial need for the documents over which the FOMB has claimed deliberative process, and so the privilege should not apply.
  - The FOMB appears to have withheld factual information under the deliberative process privilege. Examples include (but are not limited to) log entry numbers 1-6, 191, 209, 210, 227, 245, 247, 248, 17, 20, 23, 50, 31-35, 106, 107, 110, 111, 120, 265.
  - The FOMB withheld post-decisional and/or non-deliberative documents.
- The FOMB's claims of Attorney-Client privilege:
  - Some withheld documents appear not to involve legal advice. Examples include log entry numbers: 13, 14, 16, 21, 56, 62, 94, 116
  - Documents sent to or from non-lawyer bankers and consultants are not protected.
  - The fraud exception to the attorney-client privilege applies
- The FOMB's work product claims:
  - FOMB has improperly claimed work product over materials that appear unrelated to litigation. Examples include (but are not limited to) log entry numbers 9, 11, 12, 172-174, 43-44, 53, 56, 63, 101-02, 144, 192, 246.
  - The Bondholders' need for the documents also overcomes this qualified privilege.
- The FOMB waived the privilege over documents shared with the Commonwealth, its advisors, and AAFAF.

Thanks,  
Matt

Matthew E. Papez (bio)  
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**From:** Dalsen, William D. <wdalsen@proskauer.com>  
**Sent:** Wednesday, May 15, 2019 5:58 PM  
**To:** Papez, Matthew E. <mpapez@jonesday.com>  
**Cc:** csloane@whitecase.com; Green, Jesse <jgreen@whitecase.com>; Perez, Isel M. <iperez@jonesday.com>; Dale,

Margaret A. <[mdale@proskauer.com](mailto:mdale@proskauer.com)>

**Subject:** RE: Meet & Confer re FOMB's privilege assertions

Matt –

I'm not available this evening. Tomorrow, I have oral argument in an appeal in New York at 10am. I might be able to speak in the afternoon tomorrow before I travel back to Boston, subject to the appellate court's actual schedule. Can we tentatively plan on 3pm Eastern?

Also, if you could let me know what issues you intend to raise ahead of that call, that would be helpful, as I doubt I can get you answers on the spot to still-unidentified issues you may raise without notice. If this is meant to be a preliminary call so we can try to resolve issues without motion practice, we can discuss live on the call; if it's meant to "check a box" before you file a motion immediately following our call, I need to know the issues ahead of time, so we can attempt to confer in any reasonable sense of the term. Given your request at 4:56 p.m. to confer "this evening" without explanation for the urgency, I'm not optimistic it's the former, but I would like to be incorrect.

--Will

**William D. Dalsen**

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**From:** Papez, Matthew E. <[mpapez@jonesday.com](mailto:mpapez@jonesday.com)>

**Sent:** Wednesday, May 15, 2019 4:56 PM

**To:** Dalsen, William D. <[wdalsen@proskauer.com](mailto:wdalsen@proskauer.com)>

**Cc:** [csloane@whitecase.com](mailto:csloane@whitecase.com); Green, Jesse <[jgreen@whitecase.com](mailto:jgreen@whitecase.com)>; Perez, Isel M. <[iperez@jonesday.com](mailto:iperez@jonesday.com)>

**Subject:** Meet & Confer re FOMB's privilege assertions

Will,

Following up on our earlier conversations and on the joint status report, are you available this evening for a call to confer about the FOMB's privilege claims? Please let us know.

Thanks,

Matt

Matthew E. Papez ([bio](#))

Partner

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